Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1855(a)(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, W. F. Brushe, Chairman of Executive Management Committee
attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

I, W. F. Brushe, Chairman of Executive Management Committee

Date of Signature 4-1-19

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

Date of Report (top-tier holding company's fiscal year-end):
12/31/18

Month / Day / Year

Reporter’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Middlesfork Financial Group, Inc.

Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? 0

In accordance with the General Instructions for this report (check only one):

1. a letter justifying this request is being provided along with the report

2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."
2. Organization Chart

- **Middlefork Financial Group, Inc.**
  - Hyden, Kentucky
  - Incorporated in Kentucky
  - "No LEI"

- **Hyden Citizens Bank, Inc.**
  - Hyden, Kentucky
  - Incorporated in Kentucky
  - "No LEI"

- **Farmers State Bank, Inc.**
  - Booneville, Kentucky
  - Incorporated in Kentucky
  - "No LEI"

- **Middlefork Evaluations, Inc.**
  - Hyden, Kentucky
  - Inactive
  - "No LEI"

- **Farmers & Traders Bank of CAMPBELL.**
  - Middlefork Insurance Agency, Inc.
  - Booneville, Kentucky
  - Incorporated in Kentucky
  - "No LEI"
  - - Farmers State Bank, Inc owns 34%
  - - Hyden Citizens Bank, Inc owns 33%

3. (b) Domestic Branch Listing Submitted Via Email

4. Insiders

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<tr>
<th>Name/Address</th>
<th>Principal Occupation</th>
<th>Title</th>
<th>M/F/G</th>
<th>HCB</th>
<th>FSB</th>
<th>FTB</th>
<th>ME</th>
<th>MIG</th>
<th>Other</th>
<th>Shares</th>
<th>MIG</th>
<th>Other</th>
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<td>Elise H. Campbell</td>
<td>Danville, Ky. - USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>997.91%</td>
<td>N/A</td>
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<tr>
<td>Mary Forest Campbell</td>
<td>Nashville, TN - USA</td>
<td>Marketing</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>1,587.91%</td>
<td>N/A</td>
<td></td>
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<tr>
<td>Linda Cornell</td>
<td>Hyden, Ky. - USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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<td>N/A</td>
<td>341.00%</td>
<td>N/A</td>
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<td>Rhonda Brasher</td>
<td>Hyden, Ky. - USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>650.00%</td>
<td>N/A</td>
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<tr>
<td>Joseph Brasher</td>
<td>Hyden, Ky. - USA</td>
<td>Banking</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>400.00%</td>
<td>N/A</td>
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<tr>
<td>Kimberly Brasher or Leonard Brasher</td>
<td>Hyden, Ky. - USA</td>
<td>Student</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>200.00%</td>
<td>N/A</td>
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<tr>
<td>Mary Katherine Gena Brasher or Leonard Brasher</td>
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<td>Attorney</td>
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<td>N/A</td>
<td>N/A</td>
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<td>10.0000%</td>
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<td>Cheryl Lewis</td>
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<td>Retired</td>
<td>N/A</td>
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<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>150.00%</td>
<td>100% Cheryl U Lewis Attorney at Law</td>
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<tr>
<td>Jesus Sanchez</td>
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<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>150.00%</td>
<td>100% Cheryl U Lewis Attorney at Law</td>
<td></td>
</tr>
<tr>
<td>James Cornell</td>
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<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
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<td>N/A</td>
<td>N/A</td>
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<td>149.00%</td>
<td>N/A</td>
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<td>Student</td>
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<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>400.00%</td>
<td>N/A</td>
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</tr>
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</table>

5. (c) None

6. (d) None

7. (e) None